



**CERTIFICATE OF AUTHORITY  
FOREIGN LIMITED LIABILITY COMPANY  
APPLICATION**  
SECRETARY OF STATE  
SFN 19381A (19381 + 7974) (10-99)

FOR OFFICE USE ONLY

ID #	
WO#	
Filed	By

**TYPE OR PRINT LEGIBLY** **SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS**

1. The application is accompanied by
- |   |  |
|---|--|
| <input type="checkbox"/> *Certificate of authority fee of \$125   | <input type="checkbox"/> Certification of professional license         |
| <input type="checkbox"/> *Signed consent of registered agent and fee of \$10  | <input type="checkbox"/> Signed consent to use of name and fee of \$10 |
| <input type="checkbox"/> *Current, <b>ORIGINAL CERTIFICATE OF GOOD STANDING</b> duly authenticated by the organizing officer of the state or country of organization. | <input type="checkbox"/> Trade name registration and fee of \$25       |

For reference, see North Dakota Century Code, Sections 10-31-01, 10-31-13.1, and 10-32-138

2. Identify type of limited liability company applying for certificate of authority

☐ Foreign Business ☐ Foreign Professional

3. Name of limited liability company exactly as it appears on Certificate of Good Standing from state or country of origin

4. Federal ID #

5. Name is the same as, or deceptively similar to a name registered with the North Dakota Secretary of State and the application for certificate of authority is being submitted with:

☐ Consent to use of name

☐ Certified copy of a final decree of a court of competent jurisdiction establishing prior right of this limited liability company to use of the name in North Dakota

☐ Trade Name Registration to use a trade name when transacting business in North Dakota

6. Name to be used in North Dakota if different from that in number 3. (SEE INSTRUCTION)

7. Complete address of executive office (Street/RR, PO Box, City, State, Zip+ 4) which may not only be a post office box number

8. State or country where organized

9. Date when limited liability company will expire in state or country of origin (month, day, year)

10. Telephone #

11. Toll-free telephone #

12. Name of registered agent in North Dakota

13. Federal ID/Social Security # of registered agent

14. Address of registered agent in North Dakota (Street/RR, PO Box, City, State, Zip+ 4) which may not only be a post office box number

15. Nature of business or activities the limited liability company intends to conduct in the State of North Dakota

**16. MANAGERS AND GOVERNORS OF THE LIMITED LIABILITY COMPANY**

MANAGERS

Check box if  
manager also  
serves as  
governor

Street/RR

PO Box

COMPLETE MAILING ADDRESS

City

State

Zip+ 4

	<input type="checkbox"/>	
	<input type="checkbox"/>	
	<input type="checkbox"/>	
	<input type="checkbox"/>	
	<input type="checkbox"/>	
	<input type="checkbox"/>	
Member	<input type="checkbox"/>	
Member	<input type="checkbox"/>	

If needed, attach sheet to add names of additional managers or governors.

17. "The undersigned has read the foregoing application, knows the contents thereof, and believes the statements are true."

Original signature

Date

18. Name of person to contact about this application

Daytime telephone #

**INSTRUCTIONS FOR CERTIFICATE OF AUTHORITY FOREIGN LIMITED LIABILITY COMPANY APPLICATION**

No foreign business limited liability company, and no foreign professional limited liability company, may transact business, or render professional services, in North Dakota, or obtain any license or permit required by North Dakota law, until a certificate of authority has been obtained from the Secretary of State. An application for certificate of authority must be accompanied by a signed consent of the registered agent and a current original **CERTIFICATE OF GOOD STANDING**. The Certificate of Good Standing must have been certified within 90 days by the organizing officer of the state or country in which the limited liability company is organized. An application of a foreign professional limited liability company must also be accompanied by a certificate from the North Dakota licensing board for that profession, verifying that the practitioners of the limited liability company have been licensed to provide the professional service.

The following numbers correspond to the numbered sections on the front of this form.

1. Check all the attachments applicable to this application. Those items preceded by an \* are required for all applications. All forms must be received and all fees must be paid before the certificate of authority can be issued.

**FILING FEES:** Certificate of Authority \$125  
 Consent of Registered Agent \$10  
 Consent to Use of Name \$10  
 Trade name registration \$25  
 (Check must be payable to "Secretary of State" and must be for U.S. negotiable funds.)

2. Indicate whether the application is being submitted for a Certificate of Authority for a foreign business limited liability company or a foreign professional limited liability company.
3. Provide the correct name as authorized in the jurisdiction (state or country) of organization. All punctuation and abbreviations must be consistent with those in the name on the Certificate of Good Standing from the organizing officer of the state or country where organized.
4. A foreign limited liability company's Federal ID number is helpful to maintain accurate records. Please provide if you have one.
5. Elect the option the limited liability company will pursue if its name is in conflict with a name previously registered with the Secretary of State.  
 North Dakota law provides that a limited liability company name may not be the same as, or deceptively similar to, a name already registered with the North Dakota Secretary of State. However, the name may be used if the Application for Certificate of Authority is accompanied by:
  - a) An original consent to use of name together with a fee of \$10. The consent to use of name must be drafted by the applicant since a form for consent to use of name is not prescribed by the Secretary of State.
  - b) A certified copy of a judgment of a court in this state establishing the prior right of the applicant to the use of the name in this state.
  - c) A Trade Name Registration and fee of \$25. When consent to use of name, or certified copy of a judgement of a court cannot be obtained, a trade name must be adopted to transact business in North Dakota. The adopted trade name must be registered and must appear in number 6. Contact the Secretary of State's Business Division for information regarding Trade Name Registration.
6. Provide the name the limited liability company will use in transacting business, or rendering professional services, in North Dakota. If the limited liability company name and a trade name will be used in North Dakota, place the limited liability company name in number 6 and submit a Trade Name Registration.

North Dakota Century Code, Section 10-32-136 provides that the name of a foreign limited liability company must be a name which would be available to a domestic limited liability company. A foreign business limited liability company must include the words "limited liability company", or either the abbreviation "L.L.C." or "LLC". If the name of the limited liability company applying for authority, as organized, does not contain these words or one of these abbreviations, one must be elected to be used in North Dakota. Provide the limited liability company name with the elected words or abbreviation. The application will be rejected if an election is not made, and the limited liability company name in number 3 is not in compliance with this requirement. The name of a foreign professional limited liability company must contain words or abbreviations required or authorized in the state or country of origin.

Even if the name is available, a foreign limited liability company may apply for a Certificate of Authority under any name. That name must contain the same words or abbreviation as noted above, and be available. If the foreign limited liability company chooses to transact business under a name that is different from that in number 3, place the alternate name in this line. A Trade Name Registration must be filed if an alternate name is used in North Dakota.

7. Provide a complete address of the executive office of the limited liability company, wherever located. In this section, an address must include a street or rural address, a postal box number if applicable, and the city, state and zip code with 4 digit extension. This address cannot only be a post office box number.
8. Identify the state or country in which the limited liability company is organized.
9. Provide the date (month, day, year) on which the limited liability company will expire in the state or country of origin.
10. The telephone number of the executive office of the limited liability company is required.
11. Provide a toll-free telephone number if the limited liability company has one.
12. Provide the name of the registered agent in North Dakota. A foreign limited liability company must continuously maintain a registered agent and the address of that agent in North Dakota. The registered agent may be an individual residing in North Dakota, a domestic corporation or a domestic limited liability company, or a foreign corporation or a foreign limited liability company authorized to transact business in North Dakota. A corporation or limited liability company appointed to serve as registered agent must be registered with the Secretary of State and be in good standing. If a corporation or limited liability company is being named as registered agent, provide the "correct" name of the corporation or limited liability company. A limited liability company cannot serve as its own registered agent.
13. To properly identify registered agents, the Federal ID number or Social Security number of the registered agent is required.
14. Provide the complete address in North Dakota of the appointed registered agent. (See definition of complete mailing address in number 7.) This address cannot only be a post office box number.
15. Describe the business activities or professional services which the limited liability company intends to conduct in North Dakota.
16. List the names and complete mailing addresses of the managers and governors. A foreign professional limited liability company must list all members and managers who will practice the profession in North Dakota. If the space provided is not adequate, attach a list of additional managers and governors.
17. The application must be dated and signed by a person authorized by the limited liability company. The signature must be original. Stamped, copied or faxed signatures will not be accepted.
18. List the name and daytime telephone number of a contact person, if this office has any questions or needs additional information to file this application.

**MAILING INSTRUCTIONS:** Send original documents and filing fees to: Secretary of State  
 State of North Dakota  
 600 E Boulevard Ave Dept 108  
 Bismarck ND 58505-0500  
 Telephone: 701-328-4284  
 Fax: 701-328-2992  
 Home Page: <http://www.state.nd.us/sec>

**ANNUAL REPORTS:** An annual report will be required of a foreign limited liability company or foreign professional limited liability company before November 16th in the year following that in which the Certificate of Authority is issued. The annual report forms are mailed to the registered agent.



**REGISTERED AGENT  
CONSENT TO SERVE**  
SECRETARY OF STATE  
SFN 19381A (7974 + 19381) (10-99)

FOR OFFICE USE ONLY

ID #	
File #	
WO #	
Filed	By

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

**1. FILING FEE: \$10.00**

TYPE OR PRINT LEGIBLY

2. Name of the organization for which the registered agent is to serve (corporation, limited liability company, limited liability partnership, limited partnership, limited liability limited partnership or real estate investment trust)

3. Name of the registered agent

4. Registered agent is (Check one)

- ☐ An individual North Dakota resident  
☐ A corporation  
☐ A limited liability company  
☐ A limited liability partnership

5. Federal ID # or social security # of registered agent

6. An individual appointed as registered agent must sign a consent to serve in that capacity. When a corporation, a limited liability company, or limited liability partnership is named as registered agent, an officer or someone authorized by the organization may sign on behalf of the corporation, limited liability company, or limited liability partnership.

"The undersigned, as the newly appointed registered agent, agrees to act as the registered agent for this organization until a change, or resignation, is submitted to the Secretary of State under the provisions of North Dakota law."

Original signature of registered agent

Date

## INSTRUCTIONS FOR REGISTERED AGENT CONSENT TO SERVE

The following organizations must continuously maintain a registered agent on file with the Secretary of State.

- a) Domestic and foreign business corporations
- b) Domestic and foreign nonprofit corporations
- c) Domestic and foreign professional corporations
- d) Domestic farm corporations
- e) Domestic farm limited liability companies
- f) Domestic and foreign limited liability companies
- g) Domestic and foreign professional limited liability companies
- h) Domestic and foreign limited liability partnerships
- i) Domestic and foreign limited partnerships
- j) Domestic and foreign limited liability limited partnerships
- k) Real estate investment trusts

A consent signed by the appointed registered agent is required with the appointment.

The following numbers correspond to the numbered sections on the front of this form.

1. **FILING FEE: \$10.** This fee is in addition to that required for the documents in which the registered agent appointment is included.  
(Checks must be payable to "Secretary of State" and must be for U.S. negotiable funds. Payment may also be made by credit card using VISA, Master Card, or Discover.)
2. Provide the correct name of the organization for which the appointed registered agent is to serve.
3. Provide the name of the registered agent. The format of the name must be consistent with that on the documents on which the appointment of the registered agent is declared. If a corporation, limited liability company, or limited liability partnership is named as the registered agent, provide the correct name.
4. Indicate whether the appointed registered agent is an individual, a corporation, a limited liability company, or a limited liability partnership. **An individual residing in North Dakota may serve as registered agent for any organization, or another organization may serve as registered agent.** However, an organization **may not serve as its own registered agent.** A corporation may serve as the registered agent for another corporation, a limited liability company, a limited liability partnership, a limited partnership, a limited liability limited partnership, or a real estate investment trust. A limited liability company may serve as the registered agent for another limited liability company, a corporation, a limited liability partnership, a limited partnership, a limited liability limited partnership, or a real estate investment trust. A limited liability partnership **may only** serve as the registered agent for another limited liability partnership.
5. To properly maintain registered agent records, the Federal ID or social security number of the registered agent is required.
6. The statement must be dated and bear an **ORIGINAL** signature by the registered agent named in number 3. A stamped or facsimile signature is not acceptable.

If the registered agent is an individual, the signature must be identical to the name provided in number 3 including middle initials, etc.

If another corporation, limited liability company, or limited liability partnership is named as registered agent, the consent may be signed by an officer, a manager, a partner, or an individual empowered by the organization to sign on its behalf.

ASSISTANCE: If assistance is required to complete the form, contact the Secretary of State.

MAILING INSTRUCTIONS: Send original consent form and filing fee to:

Secretary of State  
State of North Dakota  
600 E Boulevard Ave Dept 108  
Bismarck ND 58505-0500

Telephone: 701-328-4284    Toll Free: 800-352-0867 (84284)    Fax: 701-328-2992

Home Page: <http://www.state.nd.us/sec>